

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-(JJF)

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

C.A. Action No. 05-499 (JJF)

PLAINTIFFS' EMERGENCY MOTION SEEKING ORDERS (a) SHORTENING THE BRIEFING SCHEDULE UNDER LOCAL RULE 7.1.2 AND SETTING A HEARING DATE BEFORE THE SPECIAL MASTER; (b) DETERMINING PRIVILEGE STATUS OF DOCUMENTS NORTHWESTERN SEEKS TO RECALL UNDER CLAIM OF INADVERTENT PRODUCTION AND PRIVILEGE; (c) COMPELLING NORTHWESTERN TO PRODUCE NON-PRIVILEGED DOCUMENTS; (d) COMPELLING NORTHWESTERN TO PRODUCE LEGIBLE VERSIONS OF DOCUMENTS PRODUCED IN ILLEGIBLE FORM; (e) EXTENDING THE PERIOD FOR COMPLETING DEPOSITIONS; AND (f) ASSESSING FEES AND COSTS AGAINST NORTHWESTERN

Plaintiffs Magten Asset Management Corporation and the Law Debenture Trust Company of New York, by and through their counsel, hereby submit for consideration on an emergency basis their motion (the "Motion") pursuant to Rules 26, 34 and 37 of the Federal Rules of Civil Procedure for the entry of orders (a) shortening the briefing schedule under Local

Rule 7.1.2 and setting a hearing date before the Special Master; (b) determining the privilege status of documents previously produced by NorthWestern Corporation ("NorthWestern") that NorthWestern belatedly seeks to recall under claim of inadvertent production and privilege; (c) compelling defendant NorthWestern to produce documents that are not privileged (including documents disclosed to the SEC); (d) compelling defendant NorthWestern to produce legible versions of documents that were produced in illegible form; (e) extending the deadline for completing depositions until a time following the production of the subject documents; and (f) awarding Plaintiffs their reasonable fees, expenses and costs as sanction for NorthWestern's failure to comply with its discovery obligations. Plaintiffs' position and arguments in support of the Motion are outlined in the Memorandum of Law filed (under seal) concurrently herewith.

Counsel's certification pursuant to Local Rule 7.1.1 is attached hereto at tab A, together with a proposed form of order attached at tab B that would (a) shorten the Local Rule 7.1.2 briefing interval; (b) grant Plaintiffs' request to waive the filing of a reply brief; and (c) set a hearing date on the issues raised by the Motion, at the Special Master's earliest convenience.

Respectfully submitted,

Dated: Wilmington, Delaware
April 13, 2007

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CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of April, 2007, I served by hand delivery and electronic filing the PLAINTIFFS' EMERGENCY MOTION SEEKING ORDERS (a) SHORTENING THE BRIEFING SCHEDULE UNDER LOCAL RULE 7.1.2 AND SETTING A HEARING DATE BEFORE THE SPECIAL MASTER; (b) DETERMINING PRIVILEGE STATUS OF DOCUMENTS NORTHWESTERN SEEKS TO RECALL UNDER CLAIM OF INADVERTENT PRODUCTION AND PRIVILEGE; (c) COMPELLING NORTHWESTERN TO PRODUCE NON-PRIVILEGED DOCUMENTS; (d) COMPELLING NORTHWESTERN TO PRODUCE LEGIBLE VERSIONS OF DOCUMENTS PRODUCED IN ILLEGIBLE FORM; (e) EXTENDING THE PERIOD FOR COMPLETING DEPOSITIONS; AND (f) ASSESSING FEES AND COSTS AGAINST NORTHWESTERN, using CM/ECF which will send notification of such filing(s) to the following:

BY EMAIL AND HAND DELIVERY

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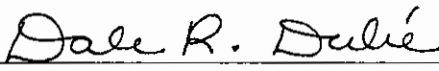
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I also certify that, on this 13th day of April, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

BY EMAIL AND FEDERAL EXPRESS (NEXT MORNING DELIVERY)

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